



AMENDED AND RESTATED BYLAWS
of the
Visual Effects Society
A California Nonprofit Public Benefit Corporation

Adopted by VES Board of Directors – September 11, 2024

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**SECOND AMENDED AND RESTATED
BYLAWS
OF
VISUAL EFFECTS SOCIETY
A California Nonprofit Public Benefit Corporation**

**ARTICLE I
NAME**

Section 1.01 The name of the organization is Visual Effects Society (the “**Society**”).

**ARTICLE II
PURPOSE**

Section 2.01 The purposes of the Society shall be those set forth in the Articles of Incorporation of the Society, as may be amended (the “**Articles of Incorporation**”).

**ARTICLE III
MEMBERS**

Section 3.01 Membership. The Society shall have members. The requirements for membership in the Society, the required membership dues, and policies regarding membership expulsion, termination, suspension, and resignation are set forth in the Society’s Membership Policy. Each member of the Society may obtain a copy of such Membership Policy free of charge upon written request to the Society.

Section 3.02 Classes of Membership.

(a) The Society may have Active Members, Retired Members, Honorary Members and Lifetime Members as those terms are hereinafter defined. Active Members, Retired Members and Lifetime Members shall have the right to vote on the election of directors, on the disposition of all or substantially all of the Society’s assets, on any merger of the Society, its principal terms and any amendment to those terms, and on any election to dissolve the Society. In addition, those members shall have all rights afforded members under the California Nonprofit Corporation Law.

(i) Active Members. An “**Active Member**” is a member who has been: (1) actively engaged in the production or creation of visual effects for not less than five (5) years, within the last ten (10) years preceding application for membership, unless extenuating circumstances can be proven, (2) actively engaged in professional activities closely aligned with or in service to the field of visual effects for not less than five (5) years, within the last ten (10) years preceding application for membership, unless extenuating circumstances can be proven, or

(3) openly acknowledged for exceptional achievements in, or other contributions of merit to, the field of visual effects and related arts and sciences, as determined by the Board. A candidate for Active Member must demonstrate visual effects abilities, a professional reputation and personal objectives which are consistent with the Society's objectives, as set forth in the Articles of Incorporation.

(ii) Retired Members. A “**Retired Member**” is a member who no longer is actively engaged in professional activities closely aligned with or in service to the field of visual effects and applies to the Board to become a Retired Member. A candidate for Retired Member must demonstrate a professional reputation and personal objectives which are consistent with the Society's objectives, as set forth in the Articles of Incorporation

(iii) Honorary Members. An “**Honorary Member**” is a member who has notably contributed to the Society or who has otherwise fostered the advancement of visual effects. A candidate for Honorary Member must demonstrate personal objectives which are consistent with the Society's objectives, as set forth in Articles of Incorporation. A ninety percent (90%) vote of the Board is required to elect a person as an Honorary Member. Honorary Members shall have no voting privileges and are exempt from paying dues.

(iv) Lifetime Members. A “**Lifetime Member**” is a member that is awarded such member status for meritorious service to the Society, and shall be conferred only to an Active Member or Retired Member by a ninety percent (90%) vote by secret ballot of the entire Board. A Lifetime Member shall have full voting privileges and shall be exempt from paying dues.

Section 3.03 Annual and Regular Meetings. The annual meeting of the members shall be held at a time and place determined by the Board, at which meeting the members shall transact such business as may come before the meeting. Regular meetings of the members shall be held at such times and places as may be determined by the Board by resolution or as specified in the notice of the meeting.

Section 3.04 Special Meetings. Special meetings of the members shall be held whenever called by resolution of the Board, by the Board Chair, or by a written demand to the Secretary by five percent (5%) of the members eligible to vote. Special meetings must be held not less than thirty-five (35) days nor more than ninety (90) days after the resolution or written demand is made.

Section 3.05 Place of Meetings. Member meetings may be held at any place within or without the State of California that is designated in the notice of the meeting. If no place is stated in the notice or if there is no notice, meetings shall be held at the principal executive office of the Society. Virtual (remote) meetings may also be held as indicated in Section 3.12 below.

Section 3.06 Notice of Meetings.

(a) **Notice Required.** Written notice of the place, date, and time of any member meeting where members are required or permitted to take action shall be given to each

member who, on the record date for notice of the meeting, is entitled to vote at such meeting. The Secretary, upon receiving written demand or resolution for a special meeting, shall cause such notice to be given to the members entitled to vote. If the Secretary fails to do so within twenty (20) days of receiving such written demand or resolution, the persons entitled to call the meeting may give such notice.

(b) **Delivery of Notice.** Notice shall be given to each member at his or her address or contact information as it appears on the records of the Society or at the address given by the member to the Society for purposes of notice. If a member's address or contact information does not appear on the books of the Society or is not given, notice shall be given when addressed to the member at the Society's principal office or by publication at least once in an official VES Email and publication on the front page of the VES website after the member logs in.

(c) **Timing of Notice.** Notice shall be given to each member at least ten (10) days but not more than ninety (90) days before the time set for the meeting.

(d) **Content of Notice.** The notice shall state:

(i) The place, date, and time of the meeting;

(ii) The means of electronic transmission by and to the Society or electronic video screen communication, if any, by which members may participate in the meeting;

(iii) In the case of a special meeting, the general nature of the business to be transacted;

(iv) In the case of a regular meeting, those matters which the Board, at the time the notice is given, intends to present for action by the members; and

(v) If directors are to be elected at the meeting, the names of all those who are nominees at the time the notice is given to members.

Section 3.07 Quorum and Action of the Members.

(a) At all member meetings, ten percent (10%) of the members present in person or by proxy shall constitute a quorum for the transaction of business.

(b) Any act approved by a majority of the voting power represented at the meeting at which a quorum is present, entitled to vote, and voting on any matter is the act of the members, unless the California Nonprofit Corporation Law, the Articles of Incorporation, or these bylaws require a greater number.

(c) A meeting at which a quorum is initially present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of

the members who constitute the required quorum for the meeting, or such greater number as required by the California Nonprofit Corporation Law, the Articles of Incorporation, or these bylaws.

Section 3.08 Adjournment of Meeting.

(a) In the absence of a quorum, any member meeting may be adjourned by the vote of a majority of the votes represented either in person or by proxy, but no other business may be transacted, except as provided in Section [3.07(c)]. No meeting may be adjourned for more than forty-five (45) days.

(b) Notice need not be given of the adjourned meeting if the time and place thereof (or the means of electronic transmission by and to the Society or electronic video screen communication, if any, by which members may participate) are announced at the meeting at which the adjournment is taken. If after the adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting.

(c) At the adjourned meeting the Society may transact any business which might have been transacted at the original meeting.

Section 3.09 Voting. Each member shall be entitled to one (1) vote on each matter submitted to a member vote. The record date for determining the members entitled to vote at a member meeting shall be sixty (60) days before the date of the meeting, unless otherwise fixed by the Board in advance of the meeting.

Section 3.10 Action Without a Meeting by Ballot.

(a) Any action which may be taken at any regular or special meeting of the members may be taken without a meeting if the Society distributes a written ballot to every member entitled to vote on the matter.

(b) All solicitations of ballots shall:

(i) indicate the number of responses needed to meet the quorum requirement;

(ii) state the percentage of approvals necessary to pass the measure submitted with respect to ballots other than for the election of directors; and

(iii) specify the time by which the ballot must be received in order to be counted.

(c) The written ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Society.

(d) Approval by written ballot pursuant to this Section [3.10] shall be valid only when:

(i) the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action; and

(ii) the number of approvals cast by ballot equals or exceeds the number of votes required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Section 3.11 Proxies. Any member entitled to vote at a member meeting or to execute consents may authorize another person or persons to act for such member by proxy. Every proxy must be in writing and signed by the member, or by email setting forth information from which it can be reasonably determined that the proxy was authorized by such member. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy, except that the maximum term of any proxy shall be three (3) years from the date of execution. Every proxy shall be revocable at the pleasure of the member executing it.

Section 3.12 Meeting by Remote Communication. A meeting of the members may be conducted, in whole or in part, by electronic transmission by and to the Society or by electronic video screen communication if authorized by the Board in its sole discretion. The member shall be deemed present in person or by proxy at the meeting if the following apply:

(a) The Society implements reasonable measures to provide members in person or by proxy a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings.

(b) If any member votes or other action taken at the meeting by means of electronic transmission to the Society or electronic video screen communication, a record of that vote or action is maintained by the Society.

(c) The Society verifies that each person participating remotely is a member or proxyholder.

ARTICLE IV BOARD OF DIRECTORS

Section 4.01 The Society shall have a Board of Directors (the “**Board**”). The requirements, duties, and responsibilities are set forth in this section.

Section 4.02 Powers.

(a) Subject to applicable law and in accordance with the purposes and

limitations set forth in the Articles of Incorporation and herein, the activities and affairs of the Society shall be conducted and all corporate powers shall be exercised by or under the direction of the Board.

(b) The Board may delegate the management of the Society's activities to any person or persons, management company, or committee however composed, provided that the activities and affairs of the Society shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 4.03 Number. The authorized number of directors of the Society shall be not less than three (3) nor more than 30 (thirty); provided that the minimum number or maximum number, or both, may be increased or decreased by resolution of the Board, but such action by the Board shall require a vote of a majority of the Board and the approval of the members. No decrease shall shorten the term of any director then in office. The number of authorized directors shall be determined, within the limits set forth in this Section, by resolution of the Board.

Section 4.04 Qualifications. Each director shall be at least 18 years of age and be a member in good standing.

Section 4.05 Election and Term of Office.

(a) **Election.** Directors shall be elected annually to the Board by all members who participate in online voting, unless all of the directors serving on the Board are still serving their current term.

(b) **Term of Office.** Each director shall serve for two (2) year terms and until the election and qualification of a successor, or until such director's death, resignation, or removal. Directors may be elected to serve a maximum of three (3) consecutive terms.

Section 4.06 Newly Created Directorships and Vacancies. Newly created directorships resulting from an increase in the authorized number of directors, and vacancies occurring for any reason, including any vacancy occurring by reason of the death, resignation, or removal of a director, may be filled at any meeting of the Board by the vote of the majority of the directors then in office, although less than a quorum, or by a sole remaining director. Each director so elected shall serve until such director's successor is elected.

Section 4.07 Removal.

(a) Any director may be removed at any time without cause by [a majority of all members/approval of the members], or with cause by a majority of the directors present at a board meeting where there is a quorum. For purposes of this Section [4.07], cause exists if the director has been declared of unsound mind by a final order of court, is convicted of a felony, or is found by final order or judgment of any court to have breached a duty under Article 3 of the California Nonprofit Corporation Law governing standards of conduct, [or] fails to attend three (3) Board meetings during any calendar year and/or fails or ceases to meet any required qualification that was in effect at the beginning of that director's current term of office.

(b) No reduction of the authorized number of directors shall have the effect by itself of removing any director before the expiration of the director's term of office.

Section 4.08 Resignation. Any director may resign from the Board at any time by giving written notice to the Board, the Board Chair, or the Secretary of the Society, except if such resignation would leave the Society without a duly elected director. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board or such officer. The acceptance of such resignation shall not be necessary to make it effective. No resignations shall discharge any accrued obligation or duty of a director.

Section 4.09 Annual and Regular Meetings. The Board shall hold an annual meeting, at a time and place as determined by the Board, at which meeting the Board shall appoint officers and transact any other business as shall come before the meeting. Regular meetings of the Board shall be held at such times and places as may be fixed by the Board by resolution or as specified in the notice of the meeting.

Section 4.10 Special Meetings. Special meetings of the Board may be held at any time upon the call of the Board Chair, the Vice-Chairs, the Secretary, or any two (2) directors, in each case at such time and place as shall be fixed by the person or persons calling the meeting, as specified in the notice thereof.

Section 4.11 Place of Meetings. Meetings of the Board may be held at any place within or without the State of California that is designated in the notice of the meeting. If no place is stated in the notice or if there is no notice, meetings shall be held at the principal executive office of the Society unless another place has been designated by a resolution duly adopted by the Board. Virtual (remote) meetings may also be held as indicated in Section [4.14] below.

Section 4.12 Notice of Meetings.

(a) **No Notice Required.** No notice of a regular meeting shall be required where the time and place of the meetings are fixed by Board resolution, as permitted under Section [4.09]. Notice of a regular or special meeting need not be given to a director who submits a signed waiver of notice before or at the meeting's commencement, or who attends the meeting without protesting (not later than the commencement of the meeting) the lack of notice to him or her.

(b) **Notice Required.** Notice of any special meeting, and of any regular meeting if the time and place are not so fixed by Board resolution, shall be given to each director.

(c) **Delivery of Notice.** Notice, when required, shall be given to each director by one of the following methods:

(i) Telephone, including a voice messaging system or other system or technology designed to record and communicate messages;

- (ii) Facsimile transmission, email, or other electronic means; or
- (iii) Personal delivery of oral or written notice, including by courier service.

Such notice shall be addressed or delivered to each director at his or her address or contact information as it appears on the records of the Society. Notice shall be deemed to have been given when sent, and if by mail, when deposited in the United States mail with prepaid postage thereon.

(d) **Timing of Notice.** Notice must be given to each director at least four (4) days before the time set for the meeting if by first-class mail and at least forty-eight (48) hours before the time set for the meeting if given personally, by telephone, by facsimile transmission, or by email or other electronic means.

(e) **Content of Notice.** Notice shall state the time and place where the meeting is to be held. The notice need not specify the purpose of the meeting unless required to elsewhere by these bylaws.

Section 4.13 Quorum and Action of the Board. The presence of a majority of the Board shall constitute a quorum for the transaction of business. Any act approved by a majority of the directors present at a duly held meeting at which a quorum is present is the act of the Board, unless the California Nonprofit Corporation Law, the Articles of Incorporation, or these bylaws require a greater number. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors leaving less than a quorum, if any action is approved by at least a majority of the directors who constitute the required quorum for the meeting, or such greater number as required by the California Nonprofit Corporation Law, the Articles of Incorporation, or these bylaws.

Section 4.14 Meeting by Remote Communication. Members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone, electronic video screen communication, or electronic transmission by and to the Society. Participation by conference telephone or electronic video screen communication constitutes presence in person if all directors participating in the meeting can hear one another. Participation by electronic transmission by and to the Society (other than conference telephone or electronic video screen communication) constitutes presence in person if each participating director can communicate concurrently with all other participating directors, each director has the means to participate in all matters before the Board, including the ability to propose or object to a specific action proposed to be taken, and the transmission creates a record that is capable of retention, retrieval, and review, and may thereafter be rendered into clearly legible tangible form.

Section 4.15 Adjournment of Meeting. A majority of the directors present, whether or not a quorum is present, may adjourn the meeting to another time and place. If a meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time and place shall be given before the adjourned meeting to each director not present at the time of the adjournment.

Section 4.16 Action Without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all of the directors or committee members consent to the action in writing and the number of directors or committee members then serving constitutes a quorum. For purposes of this Section [4.16] only, “all of the directors or committee members” shall not include any interested director as defined in Section 5233 of the California Nonprofit Corporation Law. The written consents shall be filed with the minutes of the proceedings of the Board or committee. The action by written consent shall have the same force and effect as a unanimous vote of the directors or committee members.

Section 4.17 Committees. The Board, by resolution adopted by a majority of the Board, may designate one or more committees in accordance with California Nonprofit Corporation Law. Committee Chairs must be approved by the Board, via a majority vote.

ARTICLE V OFFICERS

Section 5.01 Officers. The officers of the Society shall consist of at least a Board Chair, a Secretary, and a Treasurer. The Board may appoint such other officers, including one or more Vice-Chairs, as it may determine. All officers shall be chosen by the Board from slates of candidates eligible and willing to serve. One person may hold, and perform the duties of, more than one office, except that the same person may not concurrently hold the offices of Board Chair and Secretary or Treasurer.

Section 5.02 Election, Term of Office, and Qualifications. The officers of the Society shall be elected by an annual vote of the Board, and each officer shall serve at the pleasure of the Board. Each officer shall hold his or her office until such officer’s successor is elected and qualified or until such officer’s earlier death, resignation, or removal. Officers may be elected for up to three consecutive 2-year terms. All officers shall be subject to the supervision and direction of the Board.

Section 5.03 Removal. Any officer elected or appointed by the Board may be removed at any time, with or without cause, by a vote of a majority of the directors present at a duly held meeting at which a quorum is present, subject to the rights, if any, of an officer under any contract of employment.

Section 5.04 Resignation. Any officer may resign at any time by giving notice to the Board. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board. The acceptance of such resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Society under any contract to which the officer is a party.

Section 5.05 Vacancies. A vacancy in any office arising from any cause shall be filled for the unexpired portion of the term by the Board at the next regular or special meeting of the Board.

Section 5.06 Powers and Duties of Officers. The powers and duties of the officers of

the Society shall be as provided by resolution of the Board or by direction of an officer authorized by the Board to prescribe the duties of other officers. In the absence of such resolution, the respective officers shall have the powers and shall discharge the duties customarily and usually held and performed by the officers of corporations similar in organization and charitable purposes to the Society, subject to the control of the Board.

ARTICLE VI INDEMNIFICATION AND INSURANCE

Section 6.01 Indemnification. The Society may, in accordance with its internal policies, indemnify any person (each, an “**Agent**”) who (i) is or was a director, officer, employee, or other agent of the Society; (ii) is or was serving at the request of the Society as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise; or (iii) was a director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of the Society or of another enterprise at the request of the predecessor corporation. the Society.

Section 6.02 Insurance. The Society may, in accordance with its internal policies, purchase and maintain insurance to indemnify any Agent against any liability asserted against or incurred by an Agent in that capacity or arising out of the Agent’s status as an Agent

ARTICLE VII GENERAL PROVISIONS

Section 7.01 Annual Report. The Society will provide an annual report to its directors and members in accordance with California Nonprofit Corporation Law and the internal policies of the Society.

Section 7.02 California Nonprofit Corporation Law; Internal Policies; Conflicts. Unless otherwise provided in these bylaws, any internal policy of the Society, or the Articles of Incorporation, any rules and regulations governing the business, affairs, and operations of the Society shall be as set forth in the California Nonprofit Corporation Law. To the extent there is any conflict between these bylaws, any internal policy of the Society, the Articles of Incorporation, or the California Nonprofit Corporation Law, the Articles of Incorporation or the California Nonprofit Corporation Law shall control. Each director, officer, and member of the Society may obtain a copy of the Society’s internal policies free of charge upon written request to the Society.

ARTICLE VIII CONFLICT OF INTEREST TRANSACTIONS

Section 8.01
The Society shall not enter into any contracts or transactions that would financially benefit any director or officer in a material way or that would violate its nonprofit Mission Statement. In the event that such contract or transaction would be advantageous, the Society will obtain prior

approval from the California Attorney General's office or a court of law as required under Section 5233 of the California Nonprofit Public Benefit Corporation Law.

Section 8.02

(a) The board may adopt, amend, or repeal bylaws by the affirmative vote of a majority of the Board. except that:

(i) Such action may not materially and adversely affect the rights of the members as to voting and transfer without the approval of the members.

(ii) Where any corporate action requires a greater vote in these bylaws, any amendment or repeal of such provision must be approved by the same greater vote.

(iii) No amendment may extend the term of a director beyond that for which the director was elected.

(iv) Such action shall be authorized at a duly called and held meeting of the Board for which written notice of such meeting, setting forth the proposed alteration, is given in accordance with the notice provisions for special meetings set forth herein.

(b) The members may adopt, amend, or repeal bylaws by the approval of the members.

CERTIFICATE OF SECRETARY
OF
VISUAL EFFECTS SOCIETY
A California Nonprofit Public Benefit Corporation

I, the undersigned, certify that I am the presently elected and acting Secretary of Visual Effects Society, a California nonprofit public benefit corporation (the "Society"), and that the foregoing Amended and Restated Bylaws, consisting of [11] pages, are the bylaws of the Society as approved and adopted by the Board of Directors of the Society on September 11, 2024.

Dated: September 26, 2024



Rita Cahill, Secretary